

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE LIBOR-BASED FINANCIAL INSTRUMENTS ANTITRUST LITIGATION	MDL No. 2262
THIS DOCUMENT RELATES TO:	Master File No. 1:11-md-2262-NRB ECF Case <b>ORAL ARGUMENT REQUESTED</b>
MAYOR AND CITY COUNCIL OF BALTIMORE, ET AL.,  Plaintiffs, v. BANK OF AMERICA CORPORATION, ET AL., Defendants.	No. 11-cv-5450
EXCHANGE-BASED PLAINTIFF ACTION	No. 11-cv-2613
GELBOIM, ET AL.,  Plaintiffs, v. CREDIT SUISSE GROUP AG, ET AL., Defendants.	No. 12-cv-1025
CHARLES SCHWAB BANK, N.A., ET AL., Plaintiffs, v. BANK OF AMERICA CORPORATION, ET AL. Defendants.	No. 11-cv-6411
SCHWAB MONEY MARKET FUND, ET AL., Plaintiffs, v. BANK OF AMERICA CORPORATION, ET AL., Defendants.	No. 11-cv-6412
SCHWAB SHORT-TERM BOND MARKET FUND, ET AL.,  Plaintiffs, v. BANK OF AMERICA CORPORATION, ET AL., Defendants.	No. 11-cv-6409

**NOTICE OF DEFENDANTS' MOTION  
TO DISMISS THE AMENDED COMPLAINTS**

PLEASE TAKE NOTICE that the undersigned, attorneys for Defendants Bank of America Corporation, Bank of America, N.A., The Bank of Tokyo-Mitsubishi UFJ, Ltd., Citibank, N.A., Citigroup, Inc., Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Credit Suisse Group AG, Deutsche Bank AG, HBOS plc, HSBC Bank plc, HSBC Holdings plc, JPMorgan Chase & Co., JPMorgan Chase Bank, N.A., Lloyds Banking Group plc, The Norinchukin Bank, Royal Bank of Canada, The Royal Bank of Scotland Group plc, and WestLB AG, in the above-referenced matter, will move this Court before the Honorable Naomi Reice Buchwald, United States District Judge for the Southern District of New York, 500 Pearl Street, New York, New York 10007, at a date and time to be determined by this Court, for an order pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure dismissing with prejudice the Amended and Consolidated Complaints in each of the above-captioned actions.

The grounds for this motion are set forth in three memoranda: (1) the Memorandum of Law in Support of Defendants' Motion to Dismiss Plaintiffs' Antitrust Claims and the accompanying Declaration of Robert F. Wise, Jr. and exhibits thereto with respect to each of the related above-captioned actions; (2) the Memorandum of Law in Support of Defendants' Motion to Dismiss the Exchange-Based Plaintiffs' Claims and exhibit thereto with respect to the related above-captioned action *Exchange-Based Plaintiff Action* (No. 11-cv-2613); and (3) the Memorandum of Law in Support of Defendants' Motion to Dismiss the Schwab Plaintiffs' Amended Complaints with respect to the related above-captioned actions *Charles Schwab Bank, N.A. v. Bank of Am. Corp.* (No. 11-cv-6411), *Schwab Money Market Fund v. Bank of Am. Corp.* (No. 11-cv-6412), and *Schwab Short-Term Bond Market Fund v. Bank of Am. Corp.* (No. 11-cv-6409).

Dated: New York, New York  
June 29, 2012

Respectfully Submitted,

/s/ Robert F. Wise, Jr.

Robert F. Wise, Jr.  
Arthur J. Burke  
Paul S. Mishkin  
DAVIS POLK & WARDWELL LLP  
450 Lexington Avenue  
New York, NY 10017  
robert.wise@davispolk.com  
arthur.burke@davispolk.com  
paul.mishkin@davispolk.com  
Telephone: (212) 450-4000  
Fax: (212) 450-4800

*Attorneys for Defendants Bank of America  
Corporation and Bank of America, N.A.*

/s/ Daryl A. Libow

Daryl A. Libow  
Christopher M. Viapiano  
SULLIVAN & CROMWELL LLP  
1701 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006  
libowd@sullcrom.com  
viapianoc@sullcrom.com  
Telephone: (202) 956-7500  
Fax: (202) 956-7056

*Attorneys for Defendant The Bank of Tokyo-  
Mitsubishi UFJ, Ltd.*

/s/ Andrew A. Ruffino

Andrew A. Ruffino  
COVINGTON & BURLING LLP  
The New York Times Building  
620 Eighth Avenue  
New York, NY 10018  
aruffino@cov.com  
Tel: 212.841.1000

Alan M. Wiseman  
Thomas A. Isaacson  
1201 Pennsylvania Avenue N.W.  
Washington, D.C. 20004  
awiseman@cov.com  
tisaacson@cov.com  
Tel: 202.662.6000

Michael R. Lazerwitz  
Joon H. Kim  
CLEARY GOTTLIEB STEEN &  
HAMILTON LLP  
One Liberty Plaza  
New York, NY 10006  
mlazerwitz@cgsh.com  
jkim@cgsh.com  
Tel: 212.225.2000

*Attorneys for Defendants Citibank, N.A. and  
Citigroup, Inc.*

/s/ David R. Gelfand

David R. Gelfand  
Sean M. Murphy  
MILBANK TWEED HADLEY & McCLOY  
LLP  
One Chase Manhattan Plaza  
New York, New York 10005  
dgelfand@milbank.com  
smurphy@milbank.com  
Telephone: (212) 530-5000

*Attorneys for Defendant Coöperatieve  
Centrale Raiffeisen-Boerenleenbank B.A.*

/s/ Herbert S. Washer

Herbert S. Washer

Elai Katz

Joel Kurtzberg

CAHILL GORDON & REINDEL LLP

80 Pine Street

New York, NY 10005

(212) 701-3000

hwasher@cahill.com

ekatz@cahill.com

jkurtzberg@cahill.com

Richard Schwed

SHEARMAN & STERLING LLP

599 Lexington Avenue

New York, New York 10022

(212) 848-4000

richard.schwed@shearman.com

*Attorneys for Defendant Credit Suisse Group  
AG*

/s/ Moses Silverman

Moses Silverman

Andrew C. Finch

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

1285 Avenue of the Americas

New York, New York 10019-6064

msilverman@paulweiss.com

afinch@paulweiss.com

Telephone: (212) 373-3355

*Attorneys for Defendant Deutsche Bank AG*

/s/ Ed DeYoung

Ed DeYoung  
Roger B. Cowie  
LOCKE LORD LLP  
2200 Ross Avenue, Suite 2200  
Dallas, Texas 75201  
Telephone: (214) 740-8614  
Fax: (214) 740-8800  
edeyoung@lockelord.com  
rcowie@lockelord.com

Gregory T. Casamento  
LOCKE LORD LLP  
3 World Financial Center  
New York, NY 10281  
Telephone: (212) 812-8325  
Fax: (212) 812-8385  
gcasamento@lockelord.com

*Attorneys for Defendant HSBC Holdings plc  
and HSBC Bank plc*

/s/ Marc J. Gottridge

Marc J. Gottridge  
Eric J. Stock  
HOGAN LOVELLS US LLP  
875 Third Avenue  
New York, New York 10022  
marc.gottridge@hoganlovells.com  
eric.stock@hoganlovells.com  
Telephone: (212) 918-3000

*Attorneys for Defendant Lloyds Banking Group  
plc other than in 11-cv-6409, 11-cv-6411, and  
11-cv-6412*

/s/ Thomas C. Rice

Thomas C. Rice  
Juan A. Arteaga  
Joan E. Flaherty  
SIMPSON THACHER & BARTLETT LLP  
425 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 455-2000  
Fax: (212) 455-2502  
trice@stblaw.com  
jarteaga@stblaw.com  
jflaherty@stblaw.com

*Attorneys for Defendants JPMorgan Chase &  
Co. and JPMorgan Chase Bank, N.A.*

/s/ Marc J. Gottridge

Marc J. Gottridge  
Eric J. Stock  
HOGAN LOVELLS US LLP  
875 Third Avenue  
New York, New York 10022  
marc.gottridge@hoganlovells.com  
eric.stock@hoganlovells.com  
Telephone: (212) 918-3000

*Attorneys for Defendant HBOS plc other than  
in 11-cv-6409, 11-cv-6411, and 11-cv-6412*

/s/ Richard Williamson  
Richard Williamson  
Megan P. Davis  
FLEMMING ZULACK WILLIAMSON  
ZAUDERER LLP  
One Liberty Plaza  
New York, New York 10006-1404  
rwilliamson@fzwz.com  
mdavis@fzwz.com  
Telephone: (212) 412-9571  
Fax: (212) 964-9200

*Attorneys for Defendant Lloyds Banking Group  
plc in 11-cv-6409, 11-cv-6411, and 11-cv-6412  
only*

/s/ Andrew W. Stern  
Andrew W. Stern  
Alan M. Unger  
Nicholas P. Crowell  
SIDLEY AUSTIN LLP  
787 Seventh Avenue  
New York, New York 10019  
astern@sidley.com  
aunger@sidley.com  
ncrowell@sidley.com  
Telephone: (212) 839-5300  
Fax: (212) 839-5599

*Attorneys for Defendant The Norinchukin Bank*

/s/ Richard Williamson  
Richard Williamson  
Megan P. Davis  
FLEMMING ZULACK WILLIAMSON  
ZAUDERER LLP  
One Liberty Plaza  
New York, New York 10006-1404  
rwilliamson@fzwz.com  
mdavis@fzwz.com  
Telephone: (212) 412-9571  
Fax: (212) 964-9200

*Attorneys for Defendant HBOS plc in 11-cv-  
6409, 11-cv-6411, and 11-cv-6412 only*

/s/ Arthur W. Hahn  
Arthur W. Hahn  
Christian T. Kemnitz  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, IL 60661  
arthur.hahn@kattenlaw.com  
christian.kemnitz@kattenlaw.com  
Telephone: (312) 902-5200

*Attorneys for Defendant Royal Bank of Canada*

/s/ Robert G. Houck

Robert G. Houck  
Alejandra de Urioste  
James D. Miller  
CLIFFORD CHANCE US LLP  
31 West 52nd St.  
New York, NY 10019  
robert.houck@cliffordchance.com  
alejandra.deurioste@cliffordchance.com  
jim.miller@cliffordchance.com  
Telephone: 212-878-8000

*Attorneys for Defendant The Royal Bank of  
Scotland Group plc*

/s/ Ethan E. Litwin

Ethan E. Litwin  
Morgan J. Stecher  
HUGHES HUBBARD & REED LLP  
One Battery Park Plaza  
New York, New York 10004  
litwin@hugheshubbard.com  
stecher@hugheshubbard.com  
Telephone: (212) 837-6000

*Attorneys for Defendant WestLB AG*